



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process
Policy Title: C – Global Governance Commitment
Last Revised: **April 9, 2013**

Acting on behalf of our members, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process

Policy Title: C1 – Governing Style

Last Revised: **April 9, 2013**

The Board will govern in a way that emphasizes empowerment and clear accountability. In order to do this, the Board will:

1. Focus our vision outward and toward the future.
2. Observe the 10 Policy Governance principles
 - a. Ends Policies
 - b. Ownership (Membership)
 - c. Board Process Policies
 - d. Board Holism
 - e. Board-Management Relationship Policies
 - f. Governance Position
 - g. Limitations Policies
 - h. Policies (Decisions) Come in Sizes
 - i. Any Reasonable Interpretation
 - j. Monitoring
3. Maintain group discipline, authority and responsibility.
4. Clearly distinguish Board and staff roles.
5. Encourage and actively listen to diverse viewpoints.
6. Obey all relevant laws and bylaws.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process

Policy Title: C2 – The Board’s Job

Last Revised: **July 16, 2015**

In order to govern successfully, the Board will:

1. Create and sustain a meaningful relationship with members.
 - a. The Board’s fundamental accountability to the members includes fiduciary and legal responsibility.
 - b. The Board shall communicate regularly to the members on the Board’s role, activities, and decisions.
2. Hire, compensate, delegate responsibility to, and hold accountable an Executive Director. (See D. Board-Staff Relationship Policies)
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. The Board will write these policies in the form of Ends, Executive Limitations, Board Governance Process, and Board-Staff Relationship, as described in the Policy Governance principles.
 - a. Oversee the development and maintenance of guidance documents to support these governing policies. These documents will include Procedures for ICC Austin General Election and Membership Votes, Audit Committee Procedures, Procedures for Director Compensation, Director Participation Requirements, General Membership Meeting Guidelines, Procedures for Board Minutes, and Board Meeting Procedures.
4. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
 - a. Ends (A) and Executive Limitations (B) policies will be assigned for policy monitoring to the Executive Director.
 - b. Board Governance Process (C) and Board-Staff Relationship Policies will be assigned for policy monitoring to the Board of Directors.
5. Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
 - a. In addition, the Board will appoint external monitors including the financial auditor and will receive the report directly. A financial audit will be conducted at least every other year.
6. Ensure perpetuation of a governing body that provides effective leadership over time. The Board accomplishes self-perpetuation through recruitment, election, and development of skilled, committed, and motivated Directors.



ICC Austin

Cooperative Housing for Students, Not for Profit

7. Obey all laws and ensure that Bylaws are current, complied with, and meet the needs of ICC Austin. As needed, the Board shall propose Bylaw amendments to the members for approval.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process

Policy Title: C3 – Governance Cycle

Last Revised: **July 16, 2015**

The Board will follow an annual governance cycle that allows our attention to be focused on both accountability and visionary leadership.

1. The Board creates, and modifies as necessary, an annual calendar that includes tasks and events related to our governance process, visionary leadership, membership meetings, Board training schedule, monitoring schedule, and the Executive Director evaluation and compensation decisions as outlined in the Board-Management Relationship policies.
2. The Board's annual calendar will be developed with consideration of routine Board turn-over related to annual and semester time-cycles.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process

Policy Title: C4 – Board Meetings

Last Revised: **January 29, 2014**

Board meetings are for the task of getting the Board's job done.

1. The Board will use its meeting time only for work that is the whole Board's responsibility. The Board will avoid committee issues, operational matters and personal concerns.
2. Meetings will be open to the membership except when executive session is officially called.
 - a. Executive session may be used to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
 - b. The Board may include or exclude anyone it chooses from executive session, as further described in Board Meeting Procedures Document.
 - c. The Board will take no official minutes during Executive Session.
 - d. The Board will come out of executive session to take official action.
3. The Board will seek consensus through discussion. The Board will then finalize and document decisions through the use of motions, seconds and majority vote.
4. The meeting agenda will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process
Policy Title: C5 – Directors' Code of Conduct
Last Revised: **July 16, 2015**

Directors commit to ethical, professional, and lawful conduct.

1. Board Directors are required to sign a Statement of Agreement that includes three sections: Code of Ethics, Code of Conduct, and Conflict of Interest Disclosure.
2. Every Director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
3. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's members, as a whole. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any Director acting as—or on behalf of—an individual member.
 - a. All Directors have a duty to disclose, in writing, any potential or perceived conflict of interest and must provide all material facts to the Board of Directors. The Board shall determine the process for participation by the Director.
 - b. There will be no self-dealing or any conduct of private business or personal services between any Director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - c. When the Board is to decide on an issue about which a Director cannot reasonably be expected to prioritize the interest of the Co-op, that Director shall recuse him/herself from the discussion and the vote.
 - d. A Director who applies for full-time employment at ICC Austin must first resign from the Board.
 - e. Any Director who is receives remuneration for service on the ICC Austin Board of Directors, including reduction in the standard charge for room and board, has the same duties and responsibilities as any other Director and has the additional duty of clearly segregating their self-interest from their Board responsibilities.
4. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the Executive Director or employees, Directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, Directors must recognize the same limitation and the inability of any Director to speak for the Board except to repeat explicitly stated Board decisions.
5. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.



ICC Austin

Cooperative Housing for Students, Not for Profit

6. Directors will prepare for and attend all Board meetings and trainings.
7. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the Director's personal position on the issue.
8. Any Director who does not follow the code of conduct policy can be removed from the Board by a majority vote of the remaining Board.
9. The Board will report adherence to this policy at the General Membership Meeting.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process

Policy Title: C6 – Officers' Roles

Last Revised: **January 29, 2014**

Officers are elected annually or may be appointed by the Board, pursuant to Bylaws Article VII (“Officers”) in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the staff.
2. Officers may delegate their assigned tasks but remain accountable for ensuring that the tasks are accomplished.
3. All Officers will be an active participant in the Executive Coordinating Committee (ECC), including consistent attendance at monthly ECC meetings
4. The Board President ensures that the Board acts consistently with Board policies.
 - a. The President provides oversight to ensure that the Board Officers function as an effective team.
 - b. The President will co-chair the General Membership Meeting Committee along with the Vice-President.
5. The Vice-President will perform the duties of the President for any temporary absence.
 - a. In addition, the Vice-President will co-chair the General Membership Meeting Committee along with the President.
6. The Secretary will ensure that all current Board Directors have access to accurate, up to date, and appropriately–maintained documents as required for the discharge of Board duties.
 - a. In addition, the Secretary will oversee the ICC Austin general election and other general membership votes as described in the Procedures for ICC Austin General Election and Membership Votes.
 - b. The Secretary will chair the Nominations Committee, which leads the work of Board perpetuation.
7. The Treasurer will lead the Board’s process for creating and monitoring the Board’s (not the ICC Austin operational) budget.
 - a. The Treasurer will ensure that all Directors are oriented with regard to ICC Austin’s finances as needed to fulfill their duties.
 - b. The Treasurer will chair the Audit Committee (in conformance with policies C.2.5.a and C.7).



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process
Policy Title: C7 – Board Committee Principles
Last Revised: **April 9, 2013**

We will use Board committees only to help us accomplish the Board's job, not to do the Board's job for it, nor to help the staff do its/their job.

1. Board action is required to form a Board committee.
 - a. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - b. The Board will carefully state committee expectations, authority, and resources.
 - c. The Board will ensure that committee expectations and authority do not conflict with authority delegated to the staff.
2. Committees will reinforce and support the wholeness of the Board.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
3. Board committees may include members who are not Directors.
4. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.



ICC Austin

Cooperative Housing for Students, Not for Profit

Policy Type: Board Governance Process
Policy Title: C8 – Governance Investment
Last Revised: **April 9, 2013**

The Board will invest in its governance capacity.

1. The Board will make sure that Board skills, methods and supports are sufficient to allow excellent governance.
2. The Board will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. The Board will use training and retraining liberally to orient new Directors and candidates for Board service, as well as to maintain and increase existing Directors' skills and understanding.
 - b. The Board will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
 - c. The Board will use outreach mechanisms as needed to ensure its ability to listen to membership viewpoints and values.
 - d. The Board will use professional and administrative support.
3. The Board will develop its annual budget in a timely manner so as to not interfere with the development of the ICC Austin's annual budget.